

1 The Honorable Karen A. Overstreet
2 Chapter 11
3 Hearing Date: March 5, 2010
4 Hearing Time: 9:30 a.m.
5 Hearing Location: Seattle, Courtroom 7206
6 Response Date: February 26, 2010

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8 UNITED STATES BANKRUPTCY COURT
9 WESTERN DISTRICT OF WASHINGTON AT SEATTLE

10 In re

11 QL2 SOFTWARE, INC.,

12 Debtor,
13
14

Case No. 10-10209

DECLARATION OF JOHN R. KNAPP, JR.
RE REPLY IN SUPPORT OF MOTION TO
DISMISS CHAPTER 11 CASE

15 I, John R. Knapp, Jr., state and declare as follows:

16 1. I am one of the attorneys for Tumelson Family Limited Partnership, Katie
17 Taylor, and Kelly Tumelson (collectively, the "Tumelsons"). I am competent to testify herein
18 and make this declaration in support of the Tumelsons' Reply in Support of Motion to Dismiss
19 Chapter 11 Case from my personal knowledge except as otherwise set forth herein.

20 2. Attached hereto as Exhibit 1 is a true and correct copy of the Moss Adams
21 Valuation of the Debtor as of November 2008, which I received from the Debtor's counsel.

22 3. Attached hereto as Exhibit 2 is a true and correct copy of the Debtor's
23 Responses and Objection to the Tumelsons' First Discovery Requests to QL2 Software, Inc. (the
24 "First Discovery Requests").

25 4. Attached hereto as Exhibit 3 are true and correct copies of certain
26 documents relating to Bridge Bank and received in response to the First Discovery Requests.

5. Attached hereto as Exhibit 4 is a true and correct copy of an email from Bridge Bank to the Debtor received in response to the First Discovery Requests.

6. Attached hereto as Exhibit 5 are true and correct copies of excerpts from the Debtor's General Ledger received in response to the First Discovery Requests. The pages are redacted as a courtesy to obscure customer names.

7. Attached hereto as Exhibit 6 is a true and correct copy of an excerpt of the transcript of the February 9, 2010, meeting of creditors, made by my office.

I declare on penalty of perjury under the laws of the State of Washington that the foregoing is true and correct.

EXECUTED this 2nd day of March, 2010, at Seattle, Washington.

/s/ John R. Knapp, Jr.
John R. Knapp, Jr.